

CONRAIL

RECORDATION NO. 8261-0 FILED 1425
formerly 5402
NOV 12 1982 -2 25 PM
INTERSTATE COMMERCE COMMISSION

2-316A119

November 4, 1982

No. NOV 12 1982
Date
Fee \$ 10.00
ICC Washington, D. C.

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Ms. Mergenovich:

Enclosed are an original and three counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 U.S. Code.

This document is a Supplemental Agreement, a secondary document dated October 1, 1982. The primary document to which this is connected, a Lease originally filed with the ICC under Recordation Number 5402, was conveyed to Consolidated Rail Corporation by a document filed with the ICC under Recordation Number 8261. The secondary document covers Equipment including 113 100-ton 86'6" high cube auto parts box cars numbered 295440-295552, inclusive, and 152 70-ton 86'6" high cube auto parts box cars numbered 295288-295439, inclusive.

The names and addresses of the parties to the documents are as follows:

Consolidated Rail Corporation as
successor to Penn Central Company
1138 Six Penn Center Plaza
Philadelphia, Pennsylvania 19104

C.I.T. Corporation
650 Madison Avenue
New York, New York 10022.

RECEIVED
NOV 12 2 26 PM '82
FEE OPERATION
I.C.C.

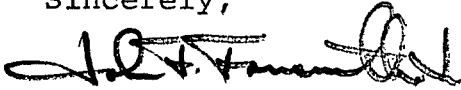
Ms. Agatha Mergenovich
November 4, 1982

Page 2

A fee of \$10 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

John F. Fansmith, Jr., Esq.
Consolidated Rail Corporation
Law Department
1138 Six Penn Center Plaza
Philadelphia, Pennsylvania 19104.

Sincerely,



John F. Fansmith, Jr., Esq.
Senior General Attorney

Enclosures: \$10 check, 4 signed agreements)

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

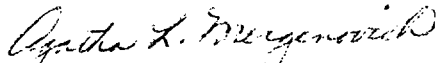
John F. Fansmith, Jr., Esq.
Consolidated Rail Corp.- Law Dept.
1138 Six Penn Center Plaza
Philadelphia, Pennsylvania 19104

November 12, 1982

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/12/82 at 2:35PM, and assigned re-recording number(s). 8261-Q

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

SUPPLEMENTAL AGREEMENT dated October 1, 1982,
between C.I.T. CORPORATION (hereinafter called the Lessor), acting
herein through its agent C.I.T. LEASING CORPORATION, and CONSOLIDATED
RAIL CORPORATION, successor to the rights of PENN CENTRAL COMPANY
(hereinafter called the Lessee).

RECORDATION NO. 8261-0
FORMERLY 5402
NOV 12 1982 - 2
INTERSTATE COMMERCE COMMISSION
FILE 123

WHEREAS the Lessor and the Lessee have entered into a Lease
of Railroad Equipment, dated as of September 15, 1969 (hereinafter
called the Lease), pursuant to which the railroad equipment described
in Schedule A to the Lease has been or will be leased by the Lessor
to the Lessee;

WHEREAS the Lease was recorded with the Interstate Commerce
Commission in accordance with Section 20c of the Interstate Commerce
Act on September 24, 1969, and was assigned Recordation No. 5402.

WHEREAS the parties hereto now desire to amend the Lease in
certain respects;

NOW, THEREFORE, in consideration of the mutual promises,
covenants and agreements hereinafter set forth, the parties hereto do
hereby agree as follows:

1. Section 8 of the Lease is hereby amended by adding the
following paragraph:

The Lessee at its own expense may from time
to time remove and dispose of the interior
bulkheads of the box cars during the term

of this Lease provided that such interior bulkheads may be readily removed without causing material damage to the box cars. ~~Lessee agrees that if the bulkheads are removed, then the associated rails and hangers will be removed and the car will then be in a condition to accept a full capacity Class A XM load.~~

JW
HSD

2. The Lessee will promptly cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

3. Except as amended hereby, the Lease and all amendments to it, if any, shall remain unaltered and in full force and effect.

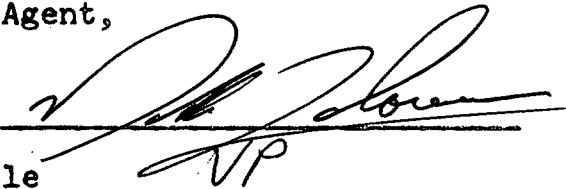
IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by duly authorized officers, and their respective corporate seals to be hereunto affixed and duly attested, all as of the date first above written.

C.I.T. CORPORATION,

By C.I.T. LEASING CORPORATION
as Agent,


By

Title


VP

[Corporate Seal]

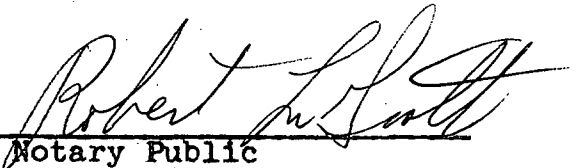
Attest:


Assistant Secretary

STATE OF NEW YORK,
COUNTY OF NEW YORK,

} ss.:

On this 1 day of October, 1982, before me personally appeared Nikita Zdanow, to me personally known, who, being by me duly sworn, says that he is a Vice President of C.I.T. LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

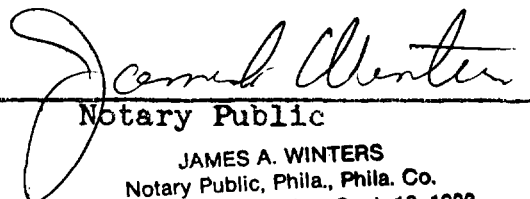
[Notarial Seal]

ROBERT LA GROTTA
Notary Public, State of New York
No. 41-4725159
Qualified in Queens County
Commission Expires March 30, 1984

By commission expires _____

STATE OF PENNSYLVANIA }
COUNTY OF PHILADELPHIA } ss.:

On this 20th day of OCTOBER, 1982, before me personally appeared S. A. WARNER, to me personally known, who, being by me duly sworn, says that he is the ASST. TREASURER (Title) of the CONSOLIDATED RAIL CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public
JAMES A. WINTERS
Notary Public, Phila., Phila. Co.
My Commission Expires Sept. 12, 1983

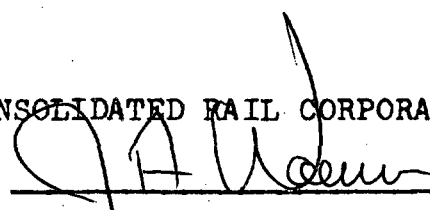
[Notarial Seal]

My commission expires

9-12-83

CONSOLIDATED RAIL CORPORATION

By



Title

ASSISTANT TREASURER-FINANCING

[Corporate Seal]

Attest:


J. D. McFEEHAN

ASSISTANT

Secretary